

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

QVC, INC.
Studio Park
1200 Wilson Drive
West Chester, PA 19380-4267,

Plaintiff,

v.

CRUISENET CORP.
13615 South Dixie Highway, #114-514
Miami, FL 33176,

Defendant.

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: CIVIL ACTION
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COMPLAINT-CIVIL ACTION

Plaintiff, QVC, Inc., by and through its undersigned counsel, hereby complains of defendant, Cruisenet Corp., as follows:

PARTIES

1. Plaintiff, QVC, Inc. ("Plaintiff" or "QVC"), is a corporation duly organized and existing under the laws of the State of Delaware with its principal place of business located at Studio Park, 1200 Wilson Drive, West Chester, Pennsylvania 19380-4262.

2. Defendant, Cruisenet Corp. ("Defendant"), is a corporation duly organized and existing under the laws of the State of Florida with its principal place of business located at 13615 South Dixie Highway, #114-514, Miami, FL 33176. Service of process may be effectuated on Cruisenet Corp. by serving its registered agent, David M. Glassberg, at 13615 South Dixie Highway, #114-514, Miami, FL 33176.

3. At all times material hereto, Defendant acted by and through its agents, employees, servants and representatives, actual or apparent, any and all of whom were acting, or purporting to act, within the course and scope of their authority, agency duties and/or employment.

VENUE AND JURISDICTION

4. This Court has subject matter jurisdiction over this civil action pursuant to 28 U.S.C. § 1332(a) in that the matter in controversy exceeds the sum or value of \$75,000.00, exclusive of interest and costs, and is between citizens of different States.

5. Venue is proper in the District of Delaware pursuant to 28 U.S.C. §1391(a) in events or omissions giving rise to Plaintiff's claim occurred in this judicial district and/or in that the parties contractually agreed to the selection of this judicial district as the appropriate venue for the within action.

SUBSTANTIVE ALLEGATIONS

6. Plaintiff is a general merchandise electronic retailer that markets and distributes a wide variety of products directly to consumers through various means and media, including, without limitation, its direct response television programming

7. Defendant, in relevant part, is a travel agent specializing in offering and facilitating the booking of cruises.

8. Plaintiff, on the one hand, and Defendant, among others, on the other hand, entered into a certain **Joint Marketing Agreement** (the "Agreement"), dated as of May 24, 2006, for, among other things, the purpose of promoting the **QVC 20th Birthday Cruise** (the "QVC Cruise"), a seven night celebratory cruise aboard the *MSC Opera* for QVC customers and

guests, and selling tickets and related travel offerings to QVC customers in connection with the QVC Cruise.

9. In partial consideration for Plaintiff's services and use of trademarks under the Agreement, Defendant was, and is, obligated under the Agreement to remit to QVC, no later than thirty (30) calendar days after the date that the QVC Cruise was completed, a sum representing, among other things, (a) the aggregate dollar amount of difference between the sale price (per person) of ship cabins sold by QVC and the agreed upon cost of such cabins (per person) under the Agreement; (b) all amounts due in connection with travel insurance; and (c) ten percent (10%) of the booking fees for all Ft. Lauderdale hotel rooms booked by QVC customers for pre-departure and post-return nights in connection with the QVC Cruise.

10. Under the terms of the Agreement, there is due and owing by Defendant to Plaintiff the aggregate sum of no less than \$91,928.30, representing (a) the aggregate amount of no less than \$88,496.00 for the difference between the sale price (per person) of ship cabins sold by QVC and the agreed upon cost of such cabins (per person) under the Agreement; (b) the amount of \$2,351.00 in connection with travel insurance; and (c) the amount of \$1,081.30 representing ten percent (10%) the booking fees for all Ft. Lauderdale hotel rooms booked by QVC customers for pre-departure and post-return nights in connection with the QVC Cruise.

11. The QVC Cruise was completed on January 17, 2007.

12. Defendant was required to remit to Plaintiff the aforesaid sums no later than February 13, 2007.

13. Defendant, to date, has failed or refused to remit the aforesaid sums due and owing to Plaintiff despite repeated demands for payment.

14. Plaintiff has satisfied all of its obligations under the Agreement.

COUNT I

15. Plaintiff incorporates by reference the allegations contained in paragraphs 1 through 14 inclusive as if set forth fully at length herein.

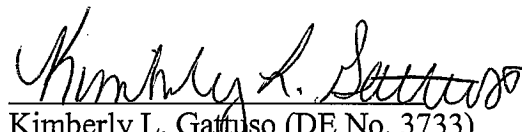
16. Defendant's failure or refusal to remit the amount of no less than \$91,928.30 due and owing to Plaintiff, as described above, was, and is, in violation of the contractual terms, covenants and conditions of the Agreement.

17. Plaintiff has sustained, and continues to sustain, damages as a result of Defendant's breaches of the contractual terms and conditions of the Agreement, as described above.

18. Plaintiff is entitled to damages of no less than \$91,928.30 due and owing to Plaintiff, as described above, together with costs, and such prejudgment interest as allowed by law.

WHEREFORE, plaintiff, QVC, Inc., demands judgment in its favor and against defendant, Cruisenet Corp (a) awarding damages to plaintiff, QVC, Inc., in the amount of no less than \$91,928.30; (b) awarding costs and such pre-judgment interest as allowed by law; and (c) granting all such other relief as the Court may deem appropriate and proper.

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DATE: May 25, 2007

The JS-44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS**QVC, INC.**(b) County of Residence of First Listed Plaintiff : Chester County, PA
(EXCEPT IN U.S. PLAINTIFF CASES)

Attorneys (Firm Name, Address, and Telephone Number)

SAUL EWING LLP
222 Delaware Ave., Suite 1200
Wilmington, DE 19801**DEFENDANTS**
CRUISENET CORP.County of Residence of First Listed Defendant: Miami-Dade County, FL
(IN U.S. PLAINTIFF CASES ONLY)NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION
OF THE LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- ☐ 1 U.S. Government Plaintiff ☐ 3 Federal Question (U.S. Government Not a Party)
- ☐ 2 U.S. Government Defendant ☒ 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- (For Diversity Cases Only)
- | | | | | | |
|---|----------------------------|----------------------------|---|---------------------------------------|---------------------------------------|
| Citizen of This State | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business In This State | <input checked="" type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business in Another State | <input type="checkbox"/> 5 | <input checked="" type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input checked="" type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damages Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 860 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g))	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities. Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes

REAL PROPERTY	CIVIL RIGHTS	PRISONER PETITIONS	FEDERAL TAX SUITS
<input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights	<input type="checkbox"/> 510 Motions to Vacate Sentence <input type="checkbox"/> Habeas Corpus <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	<input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS - Third Party 26 USC 7609

V. ORIGIN (Place an "X" in One Box Only)

- ☒ 1 Original Proceeding ☐ 2 Removed from State Court ☐ 3 Remanded from Appellate Court ☐ 4 Reinstated or Reopened ☐ 5 Transferred from Another District (Specify) ☐ 6 Multidistrict Litigation ☐ 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTIONCite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity)
28 U.S.C. § 1332(a) and 28 U.S.C. § 1391(a)

Brief description of cause:

Breach of Contract**VII. REQUESTED IN COMPLAINT**☐ CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23 **DEMAND \$**CHECK YES only if demanded in complaint:
JURY DEMAND: ☐ Yes ☒ No**VIII. RELATED CASE(S) IF ANY**

(See instructions):

JUDGE

DOCKET NUMBER

DATE:

5/25/07

SIGNATURE OF ATTORNEY OF RECORD

Kimberly R. Battuso

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG. JUDGE _____

AO FORM 85 RECEIPT (REV. 9/04)

United States District Court for the District of Delaware

Civil Action No. 07 - 335

ACKNOWLEDGMENT
OF RECEIPT FOR AO FORM 85

NOTICE OF AVAILABILITY OF A
UNITED STATES MAGISTRATE JUDGE
TO EXERCISE JURISDICTION

I HEREBY ACKNOWLEDGE RECEIPT OF 1 COPIES OF AO FORM 85.

MAY 25 2007

(Date forms issued)



(Signature of Party or their Representative)

Alex Parisi

(Printed name of Party or their Representative)

Note: Completed receipt will be filed in the Civil Action